

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

REGORDATION NO. 23327-F FILED

August 15, 2003

AUG 18 '03 11-15 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Rider No. 8 dated February 7, 2003, to the Lease Agreement dated as of September 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 1, 2000, which was duly filed and recorded on January 12, 2001 and assigned Recordation Number 23327.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

Fifty-five (55) 73-foot, 263,000 GRL, riserless deck centerbeam flatcars marked and numbered as set forth in the attached Railcar List.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams  
August 15, 2003  
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A short summary of the enclosed secondary document to appear in the  
Board's Index is:

Memorandum of Rider No. 8 dated as of February 7, 2003, to a Lease Agreement  
dated as of September 1, 2000 between Greenbrier Leasing Corporation, Lessor,  
and The Burlington Northern and Santa Fe Railway Company, Lessee.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston  
Assistant to the Executive Vice President

JEJ:bjz  
Enclosure

cc: Robert W. Alvord, Esq.

## RAILCAR LIST

WCRC 2400	WCRC 9020
WCRC 2402	WCRC 9026
WCRC 2403	WCRC 9033
WCRC 2404	WCRC 9045
WCRC 2406	WCRC 9047
WCRC 2407	WCRC 9051
WCRC 2408	WCRC 9053
WCRC 2409	WCRC 9061
WCRC 2410	WCRC 9065
WCRC 2411	WCRC 9070
WCRC 2412	WCRC 9072
WCRC 2413	WCRC 9073
WCRC 2414	
WCRC 2415	
WCRC 2416	Total Cars: 55
WCRC 2417	
WCRC 2418	
WCRC 2419	
WCRC 2420	
WCRC 2421	
WCRC 2422	
WCRC 2423	
WCRC 2424	
WCRC 2426	
WCRC 2427	
WCRC 2429	
WCRC 2430	
WCRC 2431	
WCRC 2433	
WCRC 2434	
WCRC 2435	
WCRC 2436	
WCRC 2437	
WCRC 2438	
WCRC 2439	
WCRC 2440	
WCRC 2441	
WCRC 2442	
WCRC 2443	
WCRC 2444	
WCRC 9008	
WCRC 9013	
WCRC 9017	

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION ("LESSOR")**

**AND**

**THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY ("LESSEE")**

**SEPTEMBER 1, 2000**

**RIDER NO. 8**

**DATED AS OF FEBRUARY 7, 2003**

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Memorandum of a Lease Agreement for Rider No. 8 dated as of February 7, 2003 to a Lease Agreement made and entered into as of September 1, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty-five (55) 73-foot, 263,000 GRL, riserless deck centerbeam flatcars. The marks and numbers are set forth in the attached Railcar List.
2. Rider No. 8 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 8.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By:

Norman M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By:

Stephen D. Farmer

Title:

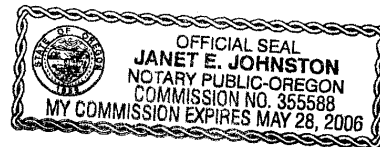
AVP Carload Equip

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 12th day of August, 2003, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2006

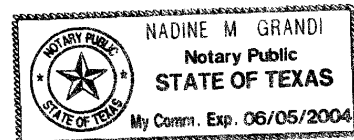


STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 5th day of August, 2003, before me personally appeared Kathryn Farmer, to me personally known, who being by me duly sworn, says that s/he is the AVP Carload Equip of The Burlington Northern and Santa Fe Railway Company that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Nadine M. Grandi  
NOTARY PUBLIC

My commission expires: 06/05/2004



# RAILCAR LIST

WCRC 2400  
WCRC 2402  
WCRC 2403  
WCRC 2404  
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WCRC 2442  
WCRC 2443  
WCRC 2444  
WCRC 9008  
WCRC 9013  
WCRC 9017  
WCRC 9020  
WCRC 9026  
WCRC 9033  
WCRC 9045  
WCRC 9047

WCRC 9051  
WCRC 9053  
WCRC 9061  
WCRC 9065  
WCRC 9070  
WCRC 9072  
WCRC 9073

Total Cars: 55